

**CERTIFICATE OF TRUST OF THE
KEITH L. CUNNINGHAM AND
ELSIE V. CUNNINGHAM FAMILY TRUST**

THIS CERTIFICATE OF TRUST is made and entered into on this the 22nd day of April, 1998, by and between, Keith L. Cunningham and Elsie V. Cunningham, Grantors, and Keith L. Cunningham and Elsie V. Cunningham, Trustees of the Keith L. Cunningham and Elsie V. Cunningham Family Trust, dated September 2, 1993 in accordance with the provisions of Mississippi Code Annotated § 91-9-7. Some of the pertinent provisions of the Keith L. Cunningham and Elsie V. Cunningham Family Trust, dated September 2, 1993 are as follows:

(a) The name of the trust is the Keith L. Cunningham and Elsie V. Cunningham Family Trust, dated September 2, 1993 ("Trust").

(b) The street and mailing address of the office of the Trust is 8025 Montrose Drive, Olive Branch, DeSoto County, Mississippi 38654. The Trustees of the Trust are Keith L. Cunningham and Elsie V. Cunningham. The street and mailing address of the Trustees is 8025 Montrose Drive, Olive Branch, DeSoto County, Mississippi 38654.

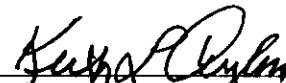
(c) The Grantors of the Trust are Keith L. Cunningham and Elsie V. Cunningham. The mailing address for the Grantors is 8025 Montrose Drive, Olive Branch, DeSoto County, Mississippi 38654.

(d) The real property conveyed to the Trust is as follows: (See Exhibit A)

(e) The anticipated date of termination of the Trust is: perpetual.

(f) The Trust grants the Trustees the following powers: Full trustee powers.

IN WITNESS WHEREOF, this Certificate of Trust has been executed by the parties hereon on the day and year first written above.




KEITH L. CUNNINGHAM
- GRANTOR -



KEITH L. CUNNINGHAM
- TRUSTEE -



ELSIE V. CUNNINGHAM
- GRANTOR -



ELSIE V. CUNNINGHAM
- TRUSTEE - STATE MS. - DESOTO CO. 11
FILED

MAY 12 3 09 PM '98

BK 77 PG 494
W.E. DAVIS CH. CLK.

STATE OF MISSISSIPPI

COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 22nd day of April, 1998, within my jurisdiction, the within named, **KEITH L. CUNNINGHAM** and **ELSIE V. CUNNINGHAM**, who acknowledged that they are the Grantors and Trustees of the Keith L. Cunningham and Elsie V. Cunningham Family Trust dated September 2, 1993 and that in said representative capacity they executed the above and foregoing instrument, after first having been duly authorized so to do.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

9-2-2000

SCHEDULE "A"

Real property lying and being situated in DeSoto County, Mississippi, being more particularly described as follows, to-wit:

Lot 276, Section H-2, Phase 1, The Plantation, P.U.D. (R-3) located in Section 22 & 27, Township 1 South, Range 6 West, DeSoto County, Mississippi, as per plat thereof of record in Plat Book 47, Page 13, in the Chancery Court Clerk's office of DeSoto County, Mississippi.